

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.

x
: Chapter 11 Case No.

: 08-13555 (JMP)

: (Jointly Administered)

AFFIDAVIT AND DISCLOSURE STATEMENT OF
GARETH DONALD TILLEY

CITY OF LONDON)
COUNTRY OF THE UNITED KINGDOM)

GARETH DONALD TILLEY, being duly sworn, upon his oath, deposes and
says:

1. I am a barrister, called to the Bar of England and Wales and a member of the barristers chambers known as Serle Court, 6 New Square, Lincoln's Inn, London WC2A 3QS, UK.
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors") and, collectively with their non-debtor affiliates, "Lehman"), have requested that I provide legal services, including the provision of legal advice, analysis of evidence and drafting of documents, to the Debtors with respect to matters of English law, in particular concerning possible claims the Debtors may have to assets currently held by affiliated Lehman entities in Europe, in support of those to be provided by Philip Jones QC and I have consented to provide such services.

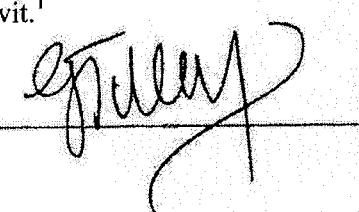
3. I may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of my customary practice, I am retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. I do not perform services for any such person in connection with these chapter 11 cases. In addition, I do not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. I have not agreed to share and will not share any portion of the compensation to be received from the Debtors with any other person other than my regular expenses encountered with the administration of my barristers chambers.

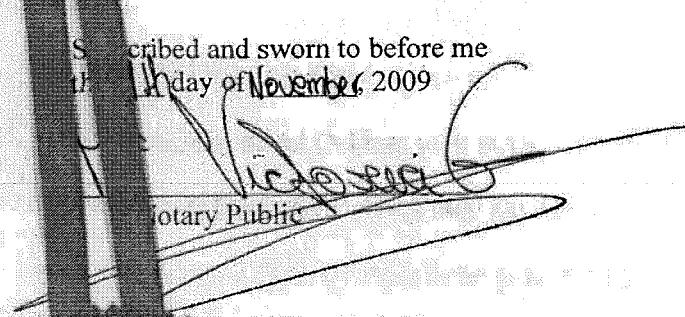
5. Insofar as I have been able to ascertain, I do not hold or represent any interest adverse to the Debtors or their estates.

6. I have not provided any prepetition services to the Debtors.

7. If I should discover any facts bearing on the matters described herein, I will supplement the information contained in this Affidavit.¹

By: 

Scribed and sworn to before me
the 11 day of November, 2009


Notary Public

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al.* : 08-13555 (JMP)
Debtors. : (Jointly Administered)
:-----x-----

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN
BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively,
the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Zaw Win
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address:

GARETH TILLEY

SERLE COURT

6 NEW SQUARE, LINCOLN'S INN

2. Date of retention: 26 OCTOBER 2009

3. Type of services provided (accounting, legal, etc.):

LEGAL

4. Brief description of services to be provided:

LEGAL SERVICES, INCLUDING THE PROVISION OF LEGAL
ADVICE, ANALYSIS OF EVIDENCE AND DRAFTING OF
DOCUMENTS, TO THE DEBTORS WITH RESPECT TO MATTERS
OF ENGLISH LAW, IN PARTICULAR CONCERNING POSSIBLE
CLAIMS THE DEBTORS MAY HAVE TO ASSETS CURRENTLY
HELD BY AFFILIATED LEHMAN ENTITIES IN EUROPE IN
SUPPORT OF THOSE TO BE PROVIDED BY PHILIP JONES QC.

5. Arrangements for compensation (hourly, contingent, etc.)

HOURLY

- (a) Average hourly rate (if applicable):

£150

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$0.00 _____

Date claim arose: N/A _____

Source of Claim: N/A _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A _____

Status: N/A _____

Amount of Claim: \$0.00 _____

Date claim arose: N/A _____

Source of claim: N/A _____

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A _____

No. of shares: N/A _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A _____

Status: N/A _____

Kind of shares: N/A _____

No. of shares: N/A _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

NONE _____

11. Name of individual completing this form:

GARETH TILLEY